

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re

DELPHI CORPORATION, et al.,
Debtors.

Chapter 11

Case No. 05-44481 (RDD)
(Jointly Administered)

**JOINDER OF BEI TECHNOLOGY, INC. AND BEI SENSORS & SYSTEMS
COMPANY IN OBJECTION TO SUPPLIER AGREEMENT ASSUMPTION
PROCEDURES MOTION**

BEI Technologies, Inc. and BEI Sensors & Systems Company (together, “BEI”) hereby join in the objections filed with respect to the Debtors’ Motion for an Order Under 11 U.S.C. §§ 363(b) and 365(a) and Fed.R.Bankr.P. 9019 Approving Procedures to Assume Certain Amended and Restated Sole Source Supplier Agreements (“Supplier Agreement Assumption Procedures Motion”)¹, dated November 18, 2005 (Dkt. No. 1098), and specifically with the objections made in the Objection by Tenneco Inc. to Supplier Agreement Assumption Procedures Motion (Dkt. No. 1266).

Background

1. BEI is a supplier to, and may be a party to one or more executory contracts with, one or more of the Debtors. BEI therefore may be a Covered Supplier as that term is used in the Supplier Agreement Assumption Procedures Motion.

2. BEI joins in the Objection by Tenneco Inc. to Supplier Agreement Assumption Procedures Motion (Dkt. No. 1266) and in similar objections made by other objecting suppliers. Although BEI is generally supportive of the Debtors’ efforts to assure the continued functioning of its supply chain, the particular procedures proposed in the Supplier Agreement Assumption Procedures Motion are contrary to the Bankruptcy Code, represent significant over-reaching, and may lead to disruptions in the Debtors’ supply chain, contrary to the Supplier Agreement Assumption Procedures Motion’s stated purpose.

¹ All capitalized terms used herein and not otherwise defined shall have the meaning given to such terms in the Supplier Agreement Assumption Procedures Motion.

WHERFORE, BEI respectfully requests that this Court deny the Supplier Agreement Assumption Procedures Motion and grant such other and further relief as it deems just and proper.

Dated: November 28, 2005

COOLEY GODWARD LLP

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